



Date: November 06th, 2025

To,
The Manager,
Listing Department,
BSE Limited,
SME Division
P. J Towers, Dalal Street,
Mumbai — 400001

**Subject: Intimation regarding Extra-Ordinary General Meeting to be held on
Saturday, November 29th at 02:00 P.M.
Ref: Scrip Code: - 544189 – SATTRIX INFORMATION SECURITY LIMITED**

Dear Sir/Madam,

Pursuant to the board meeting of the company held on 31st October, 2025 for acquisition of 100% equity Stake in SATTRIX SOFTWARE SOLUTIONS PRIVATE LIMITED by SATTRIX INFORMATION SECURITY LIMITED, the company encloses herewith the Notice of Extra Ordinary General Meeting, which is scheduled to be held on 29th November, 2025 at 02:00 P.M. through Video Conferencing/ Other Audio Visual Means.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	Wednesday, November 26, 2025 (09:00 A.M. IST)
End of remote e-voting	Friday, November 28, 2025 (05.00 P.M. IST)

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

**For Sattrix Information Security Limited,
(formerly known as Sattrix Information Security Private Limited)**

**Rina Kumari
Company Secretary & Compliance Officer
M. No.: A70059**



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that Extra-Ordinary General Meeting ("EGM") No. 01/2025-26, of the Members of Sattrix Information Security Limited ("the Company"), will be conducted in the accordance with provisions of Section 100, 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force hereinafter referred to as the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "Rules"), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to pass a Special Resolution and/or Ordinary Resolution as appended below through Electronic voting ("e-voting") will be held on Saturday, November 29, at 02:00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OVAM") in compliance with the applicable provisions of Companies Act, 2013 and the rules notified there under (Deemed Venue: 28, Damubhai Colony, Anjali cross roads, Bhattha, Ahmedabad - 380007) to transact the following business:

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakh Only) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing Equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following clause:

V. The Authorised share capital of the Company is Rs. 30,00,00,000/-(Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/-(Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

2. TO CONSIDER AND APPROVE PREFERENTIAL ISSUE OF EQUITY SHARES ON A SHARE SWAP BASIS FOR ACQUISITION OF SATTRIX SOFTWARE SOLUTIONS PRIVATE LIMITED

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**: -

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into by the Company with the BSE Limited (“BSE”) (referred to as “Stock Exchange”) on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot up to 45,48,379 (Forty-Five Lakhs Forty-Eight Thousand Three Hundred Seventy-Nine) fully paid-up Equity Shares of the Company having

face value of Rs.10/- (Rupees Ten only) each, at a price determined as per the valuation report, to the shareholders of Satrix Software Solutions Private Limited ("SSSPL") (as per following list) on a preferential basis, by way of consideration other than cash, in the ratio of 379:1 (379 Equity Shares of the Company for every 1 equity share of SSSPL) for the purpose of acquiring 100% equity shareholding of SSSPL, aggregating to 157,82,88,942/- (Indian Rupees One Hundred and Fifty Seven Crores Eighty Two Lakhs Eighty Eight Thousand Nine Hundred and Forty Two only) and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, SEBI LODR Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S. No.	Names of the Propose Allottees/ Investors	Category	Number of Equity Shares proposed to be issued
1.	Sachhin Kishorbhai Gajjaer	Promoter	17,58,560
2.	Ronak Sachin Gajjar	Promoter	17,48,327
3.	Kedia Securities Private Limited	Non-Promoter	9,14,906
4.	Bhavya Jain	Non-Promoter	44,343
5.	Gaurav Singh	Non-Promoter	44,343
6.	Sagar Hareshkumar Doshi	Non-Promoter	37,900
TOTAL			45,48,379

(hereinafter referred as the "Proposed allottees")

"RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned shall be October 29, 2025, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e. November 29, 2025 being the date of the Extraordinary General Meeting of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to be allotted , shall be subject to the following terms and conditions:

- (i) The Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

- (ii) The Equity Shares so allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (iii) The Company shall procure the listing and trading approvals for the Equity Shares to be issued from the Stock Exchange in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulations.
- (iv) The Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- (v) The Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.

RESOLVED FURTHER THAT, for the purpose of giving effect to above resolution, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable, including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchange for obtaining of in-principle approval, sending offer letter to the proposed allottees in Form-PAS-4, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the proposed allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

Registered Office:

28, Damubhai Colony, Bhattha,
Paldi, Ahmedabad 380007, Gujarat, India

Date: October 31st, 2025

Place: Ahmedabad

By Order of the Board of Directors

For, Sattrix Information Security Limited

SD/-

Ms. Rina Kumari

Company Secretary & Compliance Officer

M. No. A70059

NOTES:

1. **Pursuant to the Circular issued by Ministry of Corporate Affairs (MCA Circulars')** Circular No. 3/2025 dated 22.09.2025, 09/2024 dated September 19, 2024, 14/2020 dated 08.08.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 2/2022 dated 05.05.2022, Circular No. 3/2022 dated 05.05.2022, Circular No. 10/2022 and Circular No. 11/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023 and **Pursuant to the Circular issued by Securities & Exchange Board of India ('SEBI Circular')**, Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05. 2022, Circular No. SEBI/HO/CFD/ PoD- 2/CIR/2023/4 dated 05.01.2023 and Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2023/167 dated 07.10.2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The Notice calling the EGM has been uploaded on the website of the Company at info@satrix.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory, authorizing their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.

5. The Company has appointed M/s. Govil Rathi & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process.
6. The result of the e-voting shall be published by the Company Secretary of the company on Tuesday, December 02, 2025.
7. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. while login for attending the Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, November 23, 2025 (09:00 A.M) to Saturday, November 29, 2025 (05:00 P.M) (both days inclusive) for the purpose of the Extra-ordinary General Meeting of the Company.
10. The e-voting period begins on Wednesday, November 26, 2025 at 09:00 A.M. and ends on Friday, November 28, 2025 at 05:00 P.M. During this period, shareholders of the Company, holding shares as on the cut-off date i.e. Saturday, November 22, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
11. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail. The Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights during the meeting also.
12. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e. Saturday, November 22, 2025.
13. All documents referred to in this notice are open for inspection at the Corporate Office of the Company between 11:00 A.M. to 4:00 P.M. on any working day till the date of EGM.
14. The facility for voting will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the

EGM. Members who have cast their votes by remote e-voting prior to EGM may attend the EGM but shall not be entitled to cast their vote again.

15. Pursuant to proviso to Regulation 40(1) of the Regulations, effective April 01, 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialization of their holdings to ensure hassle free transactions in the shares.
16. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may obtain the nomination form from the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
17. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2016.
18. Since the EGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER: -

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024, 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000

members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.satrix.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose EGMs are due in the Year 2023 or 2024, to conduct their EGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Wednesday, November 26, 2025 at 09:00 a.m. and ends on Friday, November 28, 2025 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, November , 22 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal

mode with NSDL Depository	Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. For OTP based login you can Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on
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	company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) Login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field
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(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password

confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant **SATRIX INFORMATION SECURITY LIMITED** on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@satrix.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E- VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e- voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may

register themselves as a speaker by sending their requesting in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@satrix.com .The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@satrix.com .These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@satrix.com or bsshyd@bigshareonline.com .
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to all the Special Business mentioned in the Accompanying Notice:

ITEM 1: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The current Authorized Capital of the Company is Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) and the Paid-up Share Capital of the Company is Rs. 6,80,00,000/- (Six Crores Eighty Lakhs only). In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, your Board at its meeting held on October 31, 2025 subject to the approval of the Members, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs 7,50,00,000/- (Rupees Seven Crores Fifty Lakh Only) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Capital Clause of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the Members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till November 29, 2025.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding. Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Ordinary Resolution.

ITEM 2: APPROVAL FOR PREFERENTIAL ISSUE OF EQUITY SHARES ON A SHARE SWAP BASIS FOR ACQUISITION OF SATTRIX SOFTWARE SOLUTIONS PRIVATE LIMITED

The Board at its meeting held on October 31, 2025 recommended to the Shareholders to give their consent through Special resolution, to issue Equity Shares on Preferential basis, as per section 42 read with sections 62 and 179 of the Companies Act, 2013, as amended and chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, as amended (the “SEBI ICDR Regulations”) and as per other applicable rules and regulations, aggregating up to 45,48,379 (Forty-Five Lakhs Forty-Eight Thousand Three Hundred Seventy-Nine) Equity Shares for consideration other than cash, by way of way of swap of shares with shares of Sattrix Software Solutions Private Limited (“SSSPL”). The swap ratio is finalized at 379:1, i.e., 379 (Three Hundred Seventy-Nine Shares) of the Company for 1 share of SSSPL to the existing Shareholders of SSSPL, aggregating upto Rs.157,82,88,942 (Rupees One Hundred and Fifty Seven Crores Eighty Two Lakhs Eighty Eight Thousand Nine Hundred and Forty Two Only).

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

a. The objects of the preferential issue

(Amount in Rs.)

Sr. No.	Objects of the Issue	Total estimated amount to be utilised for each of the Objects	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Share swap to be adjusted towards consideration of Purchase of Sattrix Software Solutions Private Limited Equity shares	157,82,88,942	Not Applicable – Share Swap
Total		157,82,88,942	

A) Objective of the Acquisition of Sattrix Software Solutions Private Limited

Strategic Benefits of Sattrix Information Security Limited Acquiring Sattrix Software Solutions



Overview

The acquisition of Sattrix Software Solutions by Sattrix Information Security Limited represents a significant strategic step toward enhancing our technology capabilities, expanding service offerings, and strengthening our competitive advantage in the global cybersecurity market.

Sattrix Software Solutions brings in its proprietary Newevol platform, an integrated SIEM, SOAR, Analytics, UEBA, and Datalake solution, which will serve as a strong foundation for our Managed Security Services (MSS) and future product-based growth.

Key Benefits

1. Strengthened Technology Capability

- The Newevol platform provides a comprehensive suite of cybersecurity tools — Security Information and Event Management (SIEM), Security Orchestration, Automation and Response (SOAR), User and Entity Behavior Analytics (UEBA), and Datalake-driven Analytics.
- This integration enables Sattrix Information Security to deliver end-to-end managed security services (MSSP) using in-house developed, highly customizable technology.
- Reduced dependency on third-party tools (e.g., Splunk, QRadar, ArcSight), leading to lower operational costs and greater control over technology development and innovation.

2. Enhanced Managed Security Services (MSS) Offering

- The acquisition allows Sattrix Information Security to offer fully integrated and automated security monitoring and response services.
- Newevol's scalability and automation allow seamless onboarding of new customers, reducing time to deploy and manage.
- Unified platform improves visibility, detection, and response efficiency across multiple clients and environments (on-premises, cloud, hybrid).

3. New Revenue Stream – Product Commercialization

- Beyond internal use, the Newevol platform can be marketed and sold globally as a standalone cybersecurity product suite.

- Opportunity to license or offer Newevol as SaaS to enterprises, MSSPs, and partners worldwide.
- Strengthens Sattrix's positioning as a global cybersecurity technology provider, not just a service company.

4. Synergy Between Service and Product Divisions

- Service delivery teams gain access to an in-house developed, continuously improving product stack.
- The software team benefits from real-time feedback and data from managed service operations, accelerating product innovation.
- Strong R&D-service loop ensures faster evolution of product capabilities aligned with customer and market needs.

5. Improved Profit Margins & Cost Optimization

- Elimination of third-party licensing costs for SIEM/SOAR tools.
- In-house product results in better cost control, customization flexibility, and margin expansion.
- Potential for cross-selling and up-selling managed services bundled with the Newevol platform.

6. Global Market Expansion

- With a proprietary platform and established MSS expertise, Sattrix can expand internationally through:
 - Channel partnerships
 - OEM licensing
 - White-label solutions for regional MSSPs

Positions Sattrix as a technology-driven cybersecurity brand with global scalability.

7. Intellectual Property (IP) Ownership

- The acquisition grants ownership of valuable intellectual property, ensuring long-term strategic advantage.
- IP can be leveraged for patents, partnerships, and technology collaborations.

8. Data Intelligence and Advanced Analytics

- Newevol's Datalake and Analytics layer enables enhanced threat intelligence, pattern detection, and predictive analytics.
- Strengthens Sattrix's ability to offer data-driven insights, improving security posture for clients.

9. Brand Differentiation

- Few MSSPs globally own their own SIEM/SOAR/UEBA technology stack — this unique value proposition differentiates Sattrix from competitors.
- Reinforces Sattrix's image as an innovation-led cybersecurity company capable of delivering both technology and services.

10. Long-term Scalability and Sustainability

- Control over roadmap and architecture ensures long-term scalability to adapt to emerging threats and technologies (AI-driven security, XDR, cloud-native security).
- Sustainable business model combining recurring service revenue with product licensing revenue.

B) Rationale of the Acquisition of Sattrix Software Solutions Private Limited

Our Company is a leading entity in cyber security services. The acquisition of Sattrix Software Solutions Private Limited, an established software development and product-based company is a strategic investment. This is not merely a corporate consolidation but a pivotal strategic move to merge security expertise with agile software development capabilities. The rationale centers on creating an integrated, end-to-end digital solution provider capable of delivering both custom software applications and the robust, embedded security required in today's threat landscape.

Key Benefits at a Glance

The integration of SSSPL into SISL promises significant benefits across several domains:

1. **Accelerated Market Penetration & Revenue Growth:** Leveraging SSSPL's software development arm and product line to immediately offer new, high-demand services to SISL's extensive client base, expanding sales reach across multiple regions.



The acquisition immediately provides SISL with a powerful software arm, significantly boosting the capabilities and offerings of its sales team.

- **Expanded Portfolio and Regional Exposure:** SSSPL's existing software product line and development capability allow SISL to offer new services beyond traditional security, such as custom application development, digital transformation projects, and proprietary software solutions.
- **Leveraging SISL's Client Base:** SISL's existing client roster, particularly those with a multi-region exposure, represents an immediate and massive market for SSSPL's software development services. SISL's sales team is now equipped with a full suite of digital solutions, enabling high-value cross-selling and deepening client relationships.
- **Competitive Differentiation:** In a crowded market, SISL can now approach clients with a unique, integrated pitch: "We don't just secure your software; we build your secure software." This positions SISL as a holistic partner, not just a vendor, facilitating entry into new verticals and geographies previously exclusive to major software development houses.

Example: An existing SISL cyber security client undertaking a major digital transformation project can now retain SISL for the entire project lifecycle—from developing the custom software (SSSPL's expertise) to embedding security protocols and managed security services (SISL's core expertise). This "single-vendor advantage" simplifies procurement and guarantees end-to-end accountability for security.

2. New Market Entry: Software Development Services

The acquisition formally creates a new, substantial software development service line within SISL.

- **Recurring Revenue Streams:** SSSPL's product-based model and custom development projects introduce new, potentially recurring, revenue streams that diversify SISL's financial risk beyond pure service contracts.
- **Platform for Product Innovation:** The engineering team from SSSPL becomes the engine for developing proprietary SISL tools—secure-by-default software products that can be sold to the wider market, further enhancing the SISL brand as an innovator.

- 3. Enhanced Service Delivery & Customer Satisfaction:** Solving SISL's internal challenge of custom software development for service automation and client-specific needs, leading to quicker, more tailored, and higher-quality service delivery.

A critical operational benefit is the immediate resolution of SISL's current inability to fully automate service delivery due to the lack of in-house custom software capabilities.

Seamless Service Customization: SISL, as a service-based entity, often requires tailored software customizations and automation scripts to deliver advanced cyber security services efficiently (e.g., integrating new client systems, developing custom dashboards, or automating vulnerability scanning). SSSPL's team can now act as an internal engineering consultancy to develop these solutions rapidly and precisely.

Improved Quality and Speed of Delivery: By eliminating the reliance on third-party software vendors for these customizations, SISL gains full control over the development timeline, quality, and security of its operational software. This translates directly to faster deployment of services, reduced operational friction, and higher service consistency.

Elevated Customer Satisfaction: The ability to provide highly customized and automated service solutions directly addresses client-specific needs, moving beyond "off-the-shelf" security. This level of responsiveness and tailored automation will lead to a significant boost in client satisfaction and retention metrics.

4. Creation of a Unique, Integrated Value Proposition: Establishing a new market standard by offering "Security by Design," where cyber security is integrated into the software development lifecycle from conception, not as an afterthought. Implementing 'Security by Design'

The merged entity is perfectly positioned to adopt the DevSecOps model, integrating security principles into every stage of the software development lifecycle.

- **Proactive Vulnerability Management:** SSSPL's developers are now directly supported by SISL's security experts. This means new software is built with security as a core requirement from day one, drastically reducing vulnerabilities that would typically be expensive and complex to fix post-deployment.
- **Building Secure Products:** Any new software product or internal automation tool developed will be inherently more secure, fortified by SISL's deep threat intelligence and security best practices. This ensures the digital assets of the combined entity and its clients are more resilient against evolving cyber threats.

5. **Talent & Capability Upskilling:** Integrating software engineering talent will not only support service delivery but also upskill existing SISL employees and offer new, advanced training to clients in secure development practices.

The acquisition is a powerful vehicle for talent acquisition in a highly competitive market, securing SSSPL's experienced engineering teams.

- **Instant Capability Infusion:** SISL instantly acquires a skilled workforce of software developers, product managers, and testers, circumventing the lengthy and costly process of building a comparable team internally.
- **Mutual Knowledge Transfer:** A key benefit is the two-way upskilling:
 - SISL's Security Engineers will gain a deeper understanding of software architecture and development, making them better consultants.
 - SSSPL's Software Developers will be immersed in a security-first culture, mastering secure coding and vulnerability remediation techniques.
- **Training for Clients:** The combined expertise allows SISL to offer advanced training and upskilling programs to its clients' internal IT and development teams, covering secure coding, DevSecOps implementation, and application security best practices, adding a valuable new consulting service.

6. **Strategic Positioning and Future Resilience**

In the digital economy, software and security are inextricably linked. This acquisition sets SISL up as a forward-thinking market leader.

- **Future-Proofing the Business:** By owning the software development capability, SISL can rapidly innovate and build solutions for emerging security threats and technologies (e.g., IoT, AI-driven security, cloud-native application protection), ensuring long-term relevance and competitive advantage.
- **Comprehensive Digital Partner:** The merged entity offers a unified solution for the entire digital value chain: Build it Securely, Deploy it Securely, and Run it Securely. This comprehensive approach simplifies the digital transformation journey for clients and positions SISL for greater resilience and success in the dynamic tech landscape.

This acquisition is set to transform SISL from a pure-play security service provider into a comprehensive digital resilience partner.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. **-NOT APPLICABLE IN THE PRESENT CASE AS NO FUNDS ARE BEING RAISED**

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws. **-NOT APPLICABLE IN THE PRESENT CASE AS NO FUNDS ARE BEING RAISED**

b. Monitoring of Utilization of funds:

In terms of Regulation 162A(1) of the SEBI ICDR Regulations, if the issue size exceeds one hundred crore rupees, the issuer shall make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI.

However, the proposed preferential allotment of equity shares is being undertaken purely as a share swap arrangement, in consideration other than cash. Hence it does not entail any inflow or raising of fresh funds by the Company. The transaction merely involves the issuance of equity shares in exchange for existing shareholding of SSSPL, without any monetary subscription or capital infusion. Accordingly, no new proceeds are being generated through this preferential allotment.

In view of the above, the requirement for the appointment of a Monitoring Agency, as prescribed under Regulation 162A of the SEBI ICDR Regulations, is not applicable in the present case. The intent of the said regulation is to ensure monitoring of the utilization of funds raised through public or preferential issues. However, since this transaction does not involve the raising or deployment of any funds, the necessity to appoint a Monitoring Agency does not arise.

c. Type and number of securities to be issued

It is proposed to issue and allot in aggregate and upto 45,48,379 (Forty-Five Lakhs Forty-Eight Thousand Three Hundred Seventy-Nine) Equity Shares for consideration other than cash, by way of way of swap of shares with shares of Sattrix Software Solutions Private Limited (“SSSPL”). The swap ratio is finalized at 379:1, i.e., 379 (Three Hundred Seventy-Nine Shares) of the Company for 1 share of SSSPL to the existing Shareholders of SSSPL, aggregating upto Rs.157,82,88,942 (Rupees One Hundred and Fifty Seven Crores Eighty Two Lakhs Eighty Eight Thousand Nine Hundred and Forty Two Only)

d. Proposal / Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

Mr. Sachhin Kishorbhai Gajjaer (DIN: 06688019), Managing Director and Mr. Ronak Sachin Gajjar (DIN: 07737921), Whole time Director and also Promoters of the Company are receiving the Equity shares of the Company pursuant to the Preferential issue.

Except aforesaid, none of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

e. Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 2 to this notice as per the resolution:

Sr. No.	Category	Pre- Preferential Issue		Post- Preferential Issue	
		Shares	%	Shares	%
A	Promoters’ Holding				
1	Indian				
	Individuals/HUF	49,99,985	73.53%	85,06,872	74.96%
	Body Corporates	-	-	-	-
2	Foreign	-	-	-	-
	Sub Total (A)	49,99,985	73.53 %	85,06,872	74.96%

B	Non-Promoters Holding				
	Banks/Financial Institutions				
	Foreign Institutional Investors				
	Bodies Corporate	1,34,000	1.97%	10,48,906	9.24%
	Directors and their relatives				
	Foreign Nationals				
	Foreign Bodies Corporate				
	Non Resident Indians	35,000	0.51%	35,000	0.31%
	Trusts				
	Clearing Members				
	Foreign Portfolio Investors	11,000	0.16%	11,000	0.10%
	Indian Public (individuals)	15,07,015	22.16%	16,33,601	14.40%
	Any other	1,13,000	1.66%	1,13,000	1.00%
	Sub Total (B)	18,00,015	26.47%	28,41,507	25.04%
	Grand Total (A + B)	68,00,000	100%	1,13,48,379	100%

f. Proposed time frame within which the preferential issue of Equity shares shall be completed

In terms of provisions contained under SEBI ICDR Regulations the Equity shares shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

Since the Equity Shares of the Company are listed on BSE Limited ("BSE") ("Stock Exchange"), the allotment is subject to receipt of in-principle approval from the Stock Exchange, the allotment of Equity shares pursuant to the preferential issue shall be completed within 15 (fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchange, whichever is later.

g. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed warrant allottees the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment

The Equity shares are proposed to be allotted to Promoters and persons other than promoters of the Company. The details of the proposed allottees are as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No	Proposed Allottees	Ultimate Beneficial Owners of the proposed allottees	Pre-Preferential issue		Issue of Equity shares	Post-Preferential issue	
			Shares	%		Shares	%
1	Sachhin Kishorbhai Gajjaer	Not applicable, since the allottee is a natural person	10,00,000	14.71	17,58,560	27,58,560	24.31
2	Ronak Sachin Gajjar	Not applicable, since the allottee is a natural person	39,99,975	58.82	17,48,327	57,48,302	50.65
3	Kedia Securities Private Limited	Vijay Kishanlal Kedia	-	NA	9,14,906	9,14,906	8.06
4	Bhavya Jain	Not applicable, since the allottee is a natural person	-	NA	44,343	44,343	0.39
5	Gaurav Singh	Not applicable, since the allottee is a natural person	55,000	0.81	44,343	99,343	0.88

6	Sagar Hareshku mar Doshi	Not applicable, since the allottee is a natural person	14,000	0.21	37,900	51,900	0.46
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h. Change in control

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

i. the price at which the allotment is proposed and the basis on which the price has been arrived at

The Equity shares of Company are listed at BSE Limited. In terms of Regulation 164 of the SEBI ICDR Regulations, the shares of the Company are frequently traded on the said Stock Exchange; therefore, the aforesaid Equity shares will be allotted in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations. As per the said Regulation, if the shares are frequently traded for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

1. 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
2. 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Corporate Office of the Company and the said Certificate can be found on the website of the Company at the following link <https://www.satrix.com/>.

In accordance with the foregoing, the pricing of the Equity shares to be allotted on preferential basis is Rs.347/- (Rupees Three Hundred Forty Seven only) per Equity share.

j. Relevant Date

In accordance with SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Equity shares shall be October 29, 2025, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Extra-ordinary General Meeting of the Company, i.e. November 29, 2025.

k. Lock in

The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

l. Practicing Company Secretary Certificate

The Certificate issued by M/s G Aakash & Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the corporate office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Extra-ordinary General Meeting of the Company i.e. November 29, 2025, and the said certificate may be accessed on the Company’s website at the link: <https://www.sattrix.com/>.

m. Undertakings

The Company hereby undertakes that:

- (i) It would re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Equity shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (iii) Neither the Company nor its Directors or Promoters have been declared as willful defaulters in terms of the SEBI ICDR Regulations.

- (iv) Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.
- (v) The Company has obtained a valuation report from Suman Kumar Verma, Registered Valuer, as per the provisions of rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014, for determining the issue price of the Equity shares to be allotted pursuant to the proposed Preferential Allotment.
- (vi) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- (vii) The Proposed Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (viii) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

n. Details of Current and proposed status of the allottees in Preferential issue are as follows:

S. No.	Proposed Allottees	Category
1.	Sachhin Kishorbhai Gajjaer	Promoter
2.	Ronak Sachin Gajjar	Promoter
3.	Kedia Securities Private Limited	Non-Promoter
4.	Bhavya Jain	Non-Promoter
5.	Gaurav Singh	Non-Promoter
6.	Sagar Hareshkumar Doshi	Non-Promoter

Registered Office:

28, Damubhai Colony, Bhattha,
Paldi, Ahmedabad 380007, Gujarat, India

Date: October 31st, 2025

Place: Ahmedabad

By Order of the Board of Directors

For, Sattrix Information Security Limited

SD/-

Ms. Rina Kumari

Company Secretary & Compliance Officer

M. No. A70059